

**LIMITED LIABILITY COMPANY****STATEMENT OF CHANGE
OF
KNOWN PLACE OF BUSINESS, MANAGERS AND MEMBER ADDRESSES**

1. The exact name of the Limited Liability Company (LLC) on file with the Arizona Corporation Commission (ACC) is: ***Briarcrest Properties, L.L.C.***
2. The ACC file number is: ***L-1288503-0.***
3. The current address of the L.L.C.'s known place of business, Managers and Member (old) on file with the ACC is:

**PO Box 30454
Tucson, Arizona 85751**

4. The name and street address of the current statutory agent on file with the ACC is:

Gregory V. Gadarian
2200 E. River Road, Suite 123
Tucson, Arizona 85718

5. The ***known place of business address, Managers addresses and Member's address*** in ARIZONA is to be changed. The addresses of the ***new*** place of business, Managers and the Member is:

**7313 E. Tanque Verde Rd.
Tucson, Arizona 85715**

5-8-08
RECEIVED

MAY 6 - 2008

DATED this 1 day of MAY, 2008.ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

Briarcrest Properties, L.L.C.

By:

Craig A. Nauseley

Title: Manager

By:

Peggy Jo Nauseley

Title: Manager